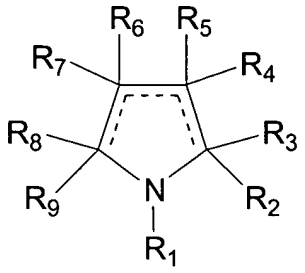
In the claims:

1. (original) A compound of Formula I:



I

or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
r is 0 or 1;
s is 0 or 1; and
u is 2, 3, 4 or 5;

a dashed line represents an optional double bond, provided that one and only one double bond is present in the ring;

R1 is selected from:

1) (C=O)O-C_1-C_{10} alkyl,
2) (C=O)O-aryl,
3) (C=O)O-C_2-C_{10} alkenyl,
4) (C=O)O-C_2-C_{10} alkynyl,
5) (C=O)O-C_3-C_8 cycloalkyl, and
6) (C=O)O-heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^2 and R^6 are independently selected from:

1) aryl,
2) C_1-C_6 aralkyl,
3) C_3-C_8 cycloalkyl, and
4) heterocyclyl,

said aryl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

provided that R^2 and R^6 are not both an unsubstituted aryl selected from phenyl and naphthyl;

R^3, R^4, R^5, R^7, R^8, and R^9 are independently selected from:

1) H,
2) C_1-C_{10} alkyl,
3) aryl,
4) C_2-C_{10} alkenyl,
5) C_2-C_{10} alkynyl,
6) C_1-C_6 perfluoroalkyl,
7) C_1-C_6 aralkyl,
8) C_3-C_8 cycloalkyl, and
9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10}; or

R^4 and R^5, or R^8 and R^9, attached to the same carbon atom are combined to form $-(CH_2)_u-$ wherein one of the carbon atoms is optionally replaced by a moiety selected from O, $S(O)_m$, $-N(R^a)C(O)-$, $-N(R^b)-$ and $-N(COR^a)-$;

R^{10} is independently selected from:

1) $(C{=}O)_aO_bC_1$-C_{10} alkyl,

2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,
7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^{12}R^{13}$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^{12}R^{13}$,
14) oxo,
15) CHO,
16) $(N=O)R^{12}R^{13}$, and
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^{11};

R^{11} is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,
2) $O_r(C_1$-$C_3)$perfluoroalkyl,
3) $(C_0$-$C_6)$alkylene-$S(O)_mR^a$,
4) oxo,
5) OH,
6) halo,
7) CN,
8) $(C=O)_rO_s(C_2$-$C_{10})$alkenyl,
9) $(C=O)_rO_s(C_2$-$C_{10})$alkynyl,
10) $(C=O)_rO_s(C_3$-$C_6)$cycloalkyl,
11) $(C=O)_rO_s(C_0$-$C_6)$alkylene-aryl,
12) $(C=O)_rO_s(C_0$-$C_6)$alkylene-heterocyclyl,

13) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,
14) $C(O)R^a$,
15) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
16) C(O)H,
17) $(C_0\text{-}C_6)$alkylene-CO_2H,
18) $C(O)N(R^b)_2$,
19) $S(O)_mR^a$, and
20) $S(O)_2N(R^b)_2$

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1\text{-}C_6$ alkyl, oxo, and $N(R^b)_2$;

R^{12} and R^{13} are independently selected from:

1) H,
2) $(C=O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C=O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) $C_1\text{-}C_{10}$ alkyl,
7) aryl,
8) $C_2\text{-}C_{10}$ alkenyl,
9) $C_2\text{-}C_{10}$ alkynyl,
10) heterocyclyl,
11) $C_3\text{-}C_8$ cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^{11}, or

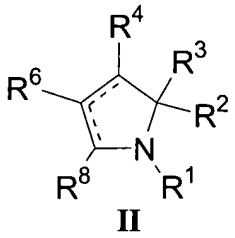
R^{12} and R^{13} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said

monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^{11};

R^a is $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, aryl, or heterocyclyl; and

R^b is H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C{=}O)OC_1\text{-}C_6$alkyl, $(C{=}O)C_1\text{-}C_6$ alkyl or $S(O)_2R^a$.

2. (original) A compound of the Formula II,



II

or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
r is 0 or 1;
s is 0 or 1;

a dashed line represents an optional double bond, provided that one and only one double bond is present in the ring;

R^1 is selected from:

1) $(C{=}O)O\text{-}C_1\text{-}C_{10}$ alkyl,
2) $(C{=}O)O$-aryl,

3) $(C=O)O-C_2-C_{10}$ alkenyl,
4) $(C=O)O-C_2-C_{10}$ alkynyl,
5) $(C=O)O-C_3-C_8$ cycloalkyl, and
6) (C=O)O-heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, heteroaryl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^2 and R^6 are independently selected from:

1) aryl,
2) C_1-C_6 aralkyl,
3) C_3-C_8 cycloalkyl, and
4) heterocyclyl,

said aryl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

provided that R^2 and R^6 are not both an unsubstituted aryl selected from phenyl and naphthyl;

R^3, R^4 and R^8 are independently selected from:

1) H,
2) C_1-C_{10} alkyl,
3) aryl,
4) C_2-C_{10} alkenyl,
5) C_2-C_{10} alkynyl,
6) C_1-C_6 perfluoroalkyl,
7) C_1-C_6 aralkyl,
8) C_3-C_8 cycloalkyl, and
9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^{10} is independently selected from:

1) $(C=O)_aO_bC_1-C_{10}$ alkyl,

2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,
7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^{12}R^{13}$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^{12}R^{13}$,
14) oxo,
15) CHO,
16) $(N=O)R^{12}R^{13}$, and
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^{11};

R^{11} is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,
2) $O_r(C_1$-$C_3)$perfluoroalkyl,
3) oxo,
4) OH,
5) halo,
6) CN,
7) $(C_2$-$C_{10})$alkenyl,
8) $(C_2$-$C_{10})$alkynyl,
9) $(C=O)_rO_s(C_3$-$C_6)$cycloalkyl,
10) $(C=O)_rO_s(C_0$-$C_6)$alkylene-aryl,
11) $(C=O)_rO_s(C_0$-$C_6)$alkylene-heterocyclyl,
12) $(C=O)_rO_s(C_0$-$C_6)$alkylene-$N(R^b)_2$,

13) $C(O)R^a$,
14) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
15) C(O)H,
16) $(C_0\text{-}C_6)$alkylene-CO_2H,
17) $C(O)N(R^b)_2$,
18) $S(O)_mR^a$, and
19) $S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl,alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1\text{-}C_6$ alkyl, oxo, and $N(R^b)_2$;

R^{12} and R^{13} are independently selected from:

1) H,
2) $(C=O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C=O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) $C_1\text{-}C_{10}$ alkyl,
7) aryl,
8) $C_2\text{-}C_{10}$ alkenyl,
9) $C_2\text{-}C_{10}$ alkynyl,
10) heterocyclyl,
11) $C_3\text{-}C_8$ cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^{11}, or

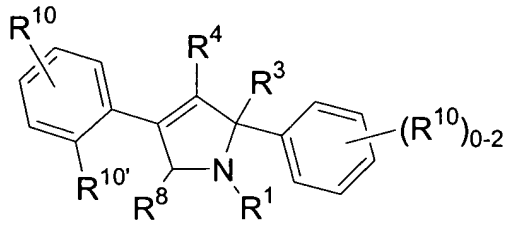
R^{12} and R^{13} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said

monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};

R^a is $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, aryl, or heterocyclyl; and

R^b is H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C{=}O)OC_1\text{-}C_6$alkyl, $(C{=}O)C_1\text{-}C_6$alkyl or $S(O)_2R^a$.

3. (original) The compound according to Claim 2 of the formula III:



III

or a pharmaceutically acceptable salt or stereoisomer thereof, wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
r is 0 or 1;
s is 0 or 1;

R^1 is selected from:

1) $(C{=}O)O\text{-}C_1\text{-}C_{10}$ alkyl,
2) $(C{=}O)O$-aryl,
3) $(C{=}O)O\text{-}C_3\text{-}C_8$ cycloalkyl, and
4) $(C{=}O)O$-heterocyclyl,

said alkyl, aryl, cycloalkyl, heteroaryl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^3, R^4 and R^8 are independently selected from:

1) H,
2) C_1-C_{10} alkyl, and
3) C_1-C_6 perfluoroalkyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^{10} is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,
7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^{12}R^{13}$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^{12}R^{13}$,
14) oxo,
15) CHO,
16) $(N=O)R^{12}R^{13}$, and
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^{11};

$R^{10'}$ is halogen;

R^{11} is selected from:

1) $(C=O)_rO_s(C_1\text{-}C_{10})$alkyl,
2) $O_r(C_1\text{-}C_3)$perfluoroalkyl,
3) oxo,
4) OH,
5) halo,
6) CN,
7) $(C_2\text{-}C_{10})$alkenyl,
8) $(C_2\text{-}C_{10})$alkynyl,
9) $(C=O)_rO_s(C_3\text{-}C_6)$cycloalkyl,
10) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-aryl,
11) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-heterocyclyl,
12) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,
13) $C(O)R^a$,
14) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
15) C(O)H,
16) $(C_0\text{-}C_6)$alkylene-CO_2H,
17) $C(O)N(R^b)_2$,
18) $S(O)_mR^a$, and
19) $S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1\text{-}C_6$ alkyl, oxo, and $N(R^b)_2$;

R^{12} and R^{13} are independently selected from:

1) H,
2) $(C=O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C=O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,

6) C_1-C_{10} alkyl,
7) aryl,
8) C_2-C_{10} alkenyl,
9) C_2-C_{10} alkynyl,
10) heterocyclyl,
11) C_3-C_8 cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^{11}, or

R^{12} and R^{13} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};

R^a is independently selected from: $(C_1$-$C_6)$alkyl, $(C_3$-$C_6)$cycloalkyl, aryl, and heterocyclyl; and

R^b is independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, heterocyclyl, $(C_3$-$C_6)$cycloalkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl or $S(O)_2R^a$.

4. (original) The compound according to Claim 3 of the formula III, or the pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

R^1 is $(C=O)O$-C_1-C_{10} alkyl,
said alkyl, is optionally substituted with one, two or three substituents selected from R^{10};

R^3, R^4 and R^8 are independently selected from:
1) H, and

2) C_1-C_{10} alkyl,

said alkyl is optionally substituted with one or more substituents selected from R^{10}; and

R^{10}, R^{11}, R^{12}, R^{13}, R^a and R^b are as described in Claim 3.

5. (original) A compound selected from:

methyl 4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxylate;

allyl 4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate;

ethyl 4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate;

phenyl 4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate;

isopropyl 4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate;

2-(dimethylamino)-2-methylpropyl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate;

2-aminoethyl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate;

3-aminopropyl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate;

pyrrolidin-3-yl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate;

piperidin-4-yl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate;

or a pharmaceutically acceptable salt or stereoisomer thereof.

6. (original) The compound according to Claim 5 which is the TFA salt of a compound selected from:

2-(dimethylamino)-2-methylpropyl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate;

2-aminoethyl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate;

3-aminopropyl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate; pyrrolidin-3-yl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate; and piperidin-4-yl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate.

7. (original) A pharmaceutical composition that is comprised of a compound in accordance with Claim 1 and a pharmaceutically acceptable carrier.

8. (original) A method of treating or preventing cancer in a mammal in need of such treatment that is comprised of administering to said mammal a therapeutically effective amount of a compound of Claim 1.

9. (original) A method of treating cancer or preventing cancer in accordance with Claim 8 wherein the cancer is selected from cancers of the brain, genitourinary tract, lymphatic system, stomach, larynx and lung.

10. (original) A method of treating or preventing cancer in accordance with Claim 8 wherein the cancer is selected from histiocytic lymphoma, lung adenocarcinoma, small cell lung cancers, pancreatic cancer, gioblastomas and breast carcinoma.

11. (cancelled)

12. (cancelled)

13. (cancelled)

14. (cancelled)

15. (cancelled)

16. (cancelled)

17. (cancelled)

18. (cancelled)

19. (cancelled)

20. (original) A method of treating cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with radiation therapy.

21. (original) A method of treating or preventing cancer that comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a compound selected from:

1) an estrogen receptor modulator,
2) an androgen receptor modulator,
3) a retinoid receptor modulator,
4) a cytotoxic/cytostatic agent,
5) an antiproliferative agent,
6) a prenyl-protein transferase inhibitor,
7) an HMG-CoA reductase inhibitor,
8) an HIV protease inhibitor,
9) a reverse transcriptase inhibitor,
10) an angiogenesis inhibitor,
11) PPAR-γ agonists,
12) PPAR-δ agonists,
13) an inhibitor of inherent multidrug resistance,
14) an anti-emetic agent,
15) an agent useful in the treatment of anemia,
16) an agent useful in the treatment of neutropenia,
17) an immunologic-enhancing drug,
18) an inhibitor of cell proliferation and survival signaling, and
19) an agent that interfers with a cell cycle checkpoint.

22. (original) A method of treating cancer that comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with radiation therapy and a compound selected from:

1) an estrogen receptor modulator,
2) an androgen receptor modulator,
3) a retinoid receptor modulator,
4) a cytotoxic/cytostatic agent,
5) an antiproliferative agent,
6) a prenyl-protein transferase inhibitor,
7) an HMG-CoA reductase inhibitor,
8) an HIV protease inhibitor,
9) a reverse transcriptase inhibitor,
10) an angiogenesis inhibitor,
11) PPAR-γ agonists,
12) PPAR-δ agonists,
13) an inhibitor of inherent multidrug resistance,
14) an anti-emetic agent,
15) an agent useful in the treatment of anemia,
16) an agent useful in the treatment of neutropenia,
17) an immunologic-enhancing drug,
18) an inhibitor of cell proliferation and survival signaling, and
19) an agent that interfers with a cell cycle checkpoint.

23. (original) A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 and paclitaxel or trastuzumab.

24. (cancelled)

25. (cancelled)

26. (cancelled)

27. (original) A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a proteosome inhibitor.

28. (original) A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with an aurora kinase inhibitor.

29. (original) A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a Raf kinase inhibitor.

30. (original) A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a serine/threonine kinase inhibitor.

31. (original) A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with an inhibitor of a mitotic kinesin that is not KSP.

32. (original) A method of modulating mitotic spindle formation which comprises administering a therapeutically effective amount of a compound of Claim 1.

33. (original) A method of inhibiting the mitotic kinesin KSP which comprises administering a therapeutically effective amount of a compound of Claim 1.